

<b>FORM B1</b>		<b>United States Bankruptcy Court</b> <b>Southern District of New York</b>		<b>Voluntary Petition</b>																									
Name of Debtor (if individual, enter Last, First, Middle): <b>Pameco Corporation</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):																										
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																										
Soc. Sec./Tax I.D. No. (if more than one, state all): <b>51-0287654</b>			Soc. Sec./Tax I.D. No. (if more than one, state all):																										
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>3601 White Plains Road</b> <b>Bronx, NY 10467</b>			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																										
County of Residence or of the Principal Place of Business: <b>Bronx</b>			County of Residence or of the Principal Place of Business:																										
Mailing Address of Debtor (if different from street address): <b>651 Corporate Circle, Suite 200 A</b> <b>Golden, CO 80401</b>			Mailing Address of Joint Debtor (if different from street address):																										
Location of Principal Assets of Business Debtor (if different from street address above):																													
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																													
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																													
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____			<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check on box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																										
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																										
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																													
<b>Statistical/Administrative Information</b> (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																													
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">Estimated Number of Creditors</td> <td style="width: 10%;">1-15 <input type="checkbox"/></td> <td style="width: 10%;">16-49 <input type="checkbox"/></td> <td style="width: 10%;">50-99 <input type="checkbox"/></td> <td style="width: 10%;">100-199 <input type="checkbox"/></td> <td style="width: 10%;">200-999 <input type="checkbox"/></td> <td style="width: 10%;">1000-over <input checked="" type="checkbox"/></td> </tr> </table>						Estimated Number of Creditors	1-15 <input type="checkbox"/>	16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-over <input checked="" type="checkbox"/>																	
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Pameco Corporation</b>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)			
Location Where Filed: <b>None</b>		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>None</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United State Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	
X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (If not represented by attorney)  _____ Date		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.  X _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date</span>	
<b>Signature of Attorney</b>  X _____ Signature of Attorney for Debtor(s) <b>Joseph T. Moldovan (JM-0232)</b> Printed Name of Attorney for Debtor(s) <b>Morrison Cohen Singer &amp; Weinstein, LLP</b> Firm Name <b>750 Lexington Avenue</b> Address <b>New York, NY 10022</b>  <b>(212) 735-8600</b> Telephone Number <b>June 3, 2003</b> Date		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  _____ Printed Name of Bankruptcy Petition Preparer  _____ Social Security Number  _____ Address  _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  X _____ Signature of Bankruptcy Petition Preparer  _____ Date	
X _____ Signature of Authorized Individual <b>Steven W. Lister</b> Printed Name of Authorized Individual <b>Vice President &amp; CFO</b> Title of Authorized Individual <b>June 3, 2003</b> Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.	

**United States Bankruptcy Court  
Southern District of New York**

**IN RE:**

Case No. \_\_\_\_\_

**Pameco Corporation**

Chapter **11**

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Rule 1007(d) for filing in this Chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency placed the creditor among the holders of the 20 largest unsecured claims.

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
<b>INTERNATIONAL COMFORT PRODUCTS</b> 650 Heil Quaker Ave. P.O. Box 128 Louisburg, TN 37091	<b>Donna Looney</b> (931) 270-4249	<b>Trade debt</b>		<b>12,104,214.99</b>
<b>HONEYWELL INTERNATIONAL</b> 101 Columbia Road P.O. Box 1053 Morristown, NJ 07962	<b>Garfield Brown</b> (800) 631-8138	<b>Trade debt</b>		<b>4,264,368.27</b>
<b>Rheem Manufacturing Co</b> 5600 Old Greenwood Rd. Fort Smith, AR 72917-7017	<b>Dean Sharp, Sr. Credit Manager</b> (479) 648-4771	<b>Trade debt</b>		<b>1,808,530.95</b>
<b>MUELLER STREAMLINE CO</b> 8285 Tournament Drive Memphis, TN 38125	<b>Paige Jones</b> (901) 759-3241	<b>Trade debt</b>		<b>1,487,507.24</b>
<b>HEATCRAFT</b> 2175 West Park Place Blvd. Stone Mountain, GA 30087	<b>Barbara Snyder, Sr. Credit Analyst</b> (770) 465-5700	<b>Trade debt</b>		<b>1,128,779.66</b>
<b>ATCO RUBBER PRODUCTS INC</b> 7107 Atco Drive Fort Worth, TX 76118	<b>Chip Kirkland</b> (800) 877-3828	<b>Trade debt</b>		<b>1,043,372.44</b>
<b>eAIR, LLC</b> 3615 N W 115TH AVE MIAMI, FL 33178	<b>Olga Villares</b> (305) 500-9898	<b>Trade debt</b>		<b>885,162.00</b>
<b>OWENS CORNING FIBERGLAS</b> 1 Owens Corning Parkway Toledo, OH 43659	<b>Natalie Dickenson</b> (302) 999-2070	<b>Trade debt</b>		<b>732,870.88</b>
<b>DUPONT COMPANY</b> Chestnut Run Plaza, 702-2005 C P.O. Box 80702 Wilmington, DE 19880	<b>Carol Bailey</b> (302) 999-2070	<b>Trade debt</b>		<b>687,867.09</b>
<b>MOTORS &amp; ARMATURES INC</b> 250 Rabro Dr. E Happaugue, NY 11788	<b>Hazel Hilaire</b> (800) 445-4155	<b>Trade debt</b>		<b>542,152.50</b>
<b>DIVERSITECH CORP.</b> 2530 Lantrac Ct. Decatur, GA 30035	<b>Charles Lipmnan</b> (770) 593-0900	<b>Trade debt</b>		<b>488,200.35</b>
<b>ALTAIR INDUSTRIES, INC.</b> THE COURTYARD 343 MILLBURN AVE. SUITE 201 MILLBURN, NJ 07041	<b>Bob Kannon</b> (973) 564-6400	<b>Trade debt</b>		<b>462,309.90</b>

ARMACELL 7600 Oakwood St Mebane, NC 27392	Michelle Montgamery (919) 304-8902	Trade debt	453,172.75
See Statement 5			410,000.00
RESEARCH PRODUCTS 1015 E. Washington Ave Madison, WI 53703	Sara Knetter (608) 257-8801	Trade debt	401,308.05
TECUMSEH PRODUCTS COMP. GROUP P P.O. 93068 CHICAGO, IL 60673-3068	Lynn Konblauch (517) 423-8537	Trade debt	320,380.06
A.O. SMITH (EQUIP) 12024 COLLECTIONS CTR DR CHICAGO, IL 60693	(866) 411-5649	Trade debt	296,981.59
HART & COOLEY MFG INC Box 360532 500 East 8th St Holland, MI 49423	Peter Kleis (616) 395-2829	Trade debt	294,266.58
THOMAS & BETTS Mail Stop 4C-25 8155 T & B Boulevard Memphis, TN 38125	Jean Mandelson (901) 252-8804	Trade debt	267,984.13
M & M MANUFACTURING HOUSTON 5555 Guhn Road Houston, TX 77040	(817) 348-2260	Trade debt	249,388.52

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: June 3, 2003 Signature: \_\_\_\_\_

**Steven W. Lister, Vice President & CFO**

(Print Name and Title)

United States Bankruptcy Court  
Southern District of New York

IN RE:

Case No. \_\_\_\_\_

Pameco Corporation

Debtor(s)

Chapter **11**

**LIST OF EQUITY SECURITY HOLDERS**

Registered name and last known address of security holder	Shares (or Percentage)	Security Class (or kind of interest)
Littlejohn Fund II, L.P. 115 East Putnam Greenwich, CT 06830	194,000	Preferred Stock Class A
Littlejohn Fund II, L.P. 115 East Putnam Avenue Greenwich, CT 06830	3,116,797	Common Stockholder
Littlejohn Fund II, L.P. 115 East Putnam Avenue Greenwich, CT 06830	87,000	Preferred Stock Class D
Quilvest American Equity Ltd.	46,000	Preferred Stock Class A

## **CORPORATE RESOLUTION OF PAMECO CORPORATION**

At an Emergency Meeting of the Board of Directors of Pameco Corporation ("Corporation"), the undersigned, who is the President and Chief Executive Officer of the Corporation, authorizes and directs the following actions:

**WHEREAS**, the Directors have received and reviewed reports furnished concerning the financial condition of the Corporation and had discussions with counsel; and

**WHEREAS**, it appearing in the business judgment of the Directors that the Corporation that it was in the best interest of the Corporation to file a Voluntary Petition under Chapter 11 of the United States Bankruptcy Code ("Bankruptcy Code"), it is hereby

**RESOLVED**, that the Corporation initiate a case under Chapter 11 of the Bankruptcy Code; and it is further

**RESOLVED**, that the Corporation is authorized and directed to prepare or cause to be prepared all documents, petitions, pleadings, and other instruments necessary, or in the sole discretion of the President, appropriate, to cause the initiation and prosecution of a case under the Bankruptcy Code; and it is further

**RESOLVED**, that the President, Dixon Walker or the Vice President, Steven L. Lister hereby are authorized and empowered in the name of the Corporation to execute and file all papers in connection with the Chapter 11 case of the Corporation; and it is further

**RESOLVED**, that, subject to Bankruptcy Court approval, the law firm of Morrison Cohen Singer & Weinstein, LLP be, and it hereby is, employed as general bankruptcy counsel for the Corporation under a general retainer.

DATED: May 29, 2003

**PAMECO CORPORATION**

/s/ Dixon Walker

Dixon Walker  
President and CFO